EXHIBIT 2



RE: W.R. GRACE & CO., and al.

U.S. FEE APPLICATION CDN ZAI CLASS ACTION

Our file: 222

CANADIAN ZAI SPECIAL COUNSEL FEE APPLICATION (DECEMBER 21, 2009 to MARCH 31, 2010)

FOR PROFESSIONAL SERVICES RENDERED, INCLUDING:

Our fees:

DATE	INIT	DESCRIPTION	HOURS
2009-12-21	СН	Receipt and study of the Affidavit of Michel Bélanger prepared by Mr. Hogan Re: fee application;	0.33
2009-12-21	CH	Email to Karen Harvey, Mr. Hogan's paralegal;	0.25
2009-12-21	СН	Review of emails from Mr. Moloci to Mr. Ferbers and to Mr. Hogan;	0.25
2009-12-21	CH	Email to Mr. Moloci and Hogan;	0.25
2009-12-21	CH	Email to Mr. Hogan;	0.17
2009-12-21	MB	Review of draft affidavit;	1.00
2009-12-21	MB	Letter to Mr. Moloci;	0.25
2009-12-21	MB	Review of emails to Mr. Ferbers and Mr. Hogan;	0.75
2009-12-21	MB	Meeting with Ms. Hannouche;	0.75
2009-12-22	MB	Review of motions presentable under Chapter 11;	2.00
2009-12-22	MB	Review of emails from Attorney General of Canada and Grace;	0.75
2009-12-22	MB	Review of emails from members;	0.75
2010-01-05	MB	Review of a letter from A.G. Canada;	0.50
2010-01-05	MB	Letter to Mr. Moloci;	0.50
2010-01-05	MB	Review of motions filed in the US;	1.00
2010-01-05	MB	Meeting with Mr. Lespérance re: letter from A.G. Canada - conflict;	0.50
2010-01-05	CH	Email to Kathy Davis (Rust Consulting);	0.17
2010-01-05	CH	Email to Mr. Thompson and Mr. Moloci;	0.17
2010-01-05	CH	Email to Mr. Thompson and Mr. Moloci Re: letter from	0.25

		AG Canada;	
2010-01-06	MB	Review of email from Mr. Thompson;	0.50
2010-01-06	MB	Meeting with Ms. Hannouche Re: claims protocol;	0.75
2010-01-06	MB	Conference call with Mr. Moloci, Mr. Thompson and	0.50
		Ms. Hannouche;	
2010-01-06	MB	Research of documents relating to conflict of interest	5.00
		and memo;	
2010-01-06	СН	Conference call with Mr. Bélanger, Mr. Thompson and	0.33
	_	Mr. Moloci;	
2010-01-06	CH	Email to Mr. Thompson and Mr. Moloci;	0.17
2010-01-08	MB	Review of a memo;	1.00
2010-01-08	CH	Review of a memo by Mr. Bélanger and translation Re:	1.00
		conflict of interest alleged by AG Canada;	
2010-01-11	MB	Review of emails from Mr. Moloci and Mr. Thompson;	0.33
2010-01-11	MB	Drafting of a memo Re: Mr. Lespérance conflict;	2.50
2010-01-11	CH	Email to Mr. Thompson;	0.17
2010-01-12	MB	Drafting of an affidavit;	2.00
2010-01-12	CH	Meeting with Mr. Bélanger Re: claims protocol;	2.00
2010-01-13	MB	Review of emails from colleagues;	0.50
2010-01-13	CH	Receipt and review of a draft Notice of Motion and	0.42
		Affidavit from Mr. Thompson;	
2010-01-15	MB	Drafting of an affidavit;	2.00
2010-01-15	MB	Meeting with Ms. Hannouche;	0.50
2010-01-15	MB	Review of emails from Mr. Thompson;	0.50
2010-01-15	CH	Email to Mr. Thompson;	0.25
2010-01-20	CH	Review of draft order prepared by Mr. Thompson;	0.25
2010-01-21	CH	Email to Mr. Thompson;	0.33
2010-01-22	СН	Telephone conversation with Ms. Drouin Re: wording	0.25
		of the draft order as to role of Lauzon Bélanger;	
2010-01-22	СН	Email to Mr. Thompson and Mr. Moloci Re:	0.17
0040 04 00	011	conversation with Ms. Drouin;	0.47
2010-01-22	СН	Email to Ms. Drouin Re: conversation regarding	0.17
0040 04 05	OL I	wording of draft order;	0.47
2010-01-25	CH	Email to Mr. Thompson and Mr. Moloci Re: draft order;	0.17
2010-01-25	CH	Email to Mr. Thompson and Mr. Moloci Re: draft order;	0.17
2010-01-26	CH	Email to Mr. Thompson and Mr. Moloci Re: draft order;	0.17
2010-01-26	CH	Email to Ms. Drouin Re: wording of draft order;	0.17
2010-01-28 2010-01-29	MB CH	Review of emails from Mr. Moloci and Mr. Thompson;	0.50
2010-01-29	CH	Email to Mr. Thompson and Mr. Moloci Re: draft order; Email to Ms. Drouin Re: wording of draft order;	0.25 0.17
2010-01-29	CH	Email to Mr. Thompson and Mr. Moloci Re: draft order;	0.17
2010-01-29	CH	Email to Mr. Moloci Re : conference call;	0.17
2010-02-01	CH	Conference call with Mr. Thompson, Moloci and	1.00
2010-02-01	CII	Bélanger Re: wording of draft order;	1.00
2010-02-01	СН	Email to Mr. Thompson;	0.17
2010-02-01	MB	Review of an email from Mr. Moloci;	0.17
2010-02-01	MB	Conference call with Mr. Thompson, Moloci and	1.00
2010 02 01		Hannouche;	1.00
2010-02-02	MB	Conference call with Mr. Moloci, Mr. Thompson and	0.67
		zamatene zam mar mereen, mir mempeen und	0.07

		Ms. Hannouche;		
2010-02-02	СН	Conference call with Mr. Moloci, Mr. 7 Mr. Bélanger;	Thompson and	0.67
2010-02-02	MB	Telephone conversation with Ms. Drouin	;	0.50
2010-02-02	MB	Preparation of a draft order;		0.75
2010-02-02	MB	Review of Motion and response from G Canada;	Grace and A.G.	1.00
2010-02-03	CH	Conference call with Mr. Thompson. Mr. Bélanger;	Ar. Moloci and	0.17
2010-02-03	CH	Conference call with Mr. Thompson, I and Bélanger, Ms. Dais-Visca and Drou of draft order;		1.00
2010-02-03	MB	Conference call with Ms. Drouin, and M. Thompson and Ms. Hannouche;	Ir. Moloci, and	1.00
2010-02-12	CH	Email to Mr. Thompson and Mr. Moloci;		0.17
2010-02-17	CH	Email to Kathy Davis (Rust Consulting);		0.17
2010-02-18	CH	Telephone conversation with a class me	mber;	0.17
2010-02-19	CH	Telephone conversation with a class me	mber;	0.25
2010-02-19	MB	Review of an email from Mr. Thompson;		0.25
2010-02-22	CH	Email to a class member;		0.33
2010-02-24	CH	Email to Mr. Thompson and Mr. Moloci;		0.17
2010-03-09	CH	Email to a class member;		0.17
2010-03-10	CH	Email to a class member;		0.25
2010-03-11	CH	Email to Mr. Thompson;		0.17
2010-03-16	MB	Conference call with Mr. Thompson at Ms. Hannouche;	nd Moloci and	0.58
2010-03-16	CH	Conference call with Mr. Moloci, T Bélanger;	hompson and	0.58
2010-03-18	СН	Review of time summary from Septem December 20, 2009 and translat application;		3.00
2010-03-22	СН	Review of the translation of our time sur substantial contribution application;	mmary Re: US	0.50
2010-03-22	СН	Email to Mr. Moloci and Mr. Thompson;		0.17
2010-03-22	СН	Email to Mr. Thompson and Mr. Moloci;		0.17
		OUR FEES:	49.48	16,143.45

TIME SUMMARY BY ATTORNEY:

MB	350.00	31.41	10,993.50
CH	285.00	18.07	5,149.95

TAXABLE DISBURSEMENTS

Fax (31 x \$1.00)	31.00
Photocopies (331 x .10¢)	33.10

- 4 -

Messengers 58.21

TOTAL TAXABLE DISBURSEMENTS 122.31

NON TAXABLE DISBURSEMENTS

Non taxable expert fees -61,492.84

TOTAL NON TAXABLE DISBURSEMENTS -61,492.84

TOTAL DISBURSEMENTS <u>122.31 61,615.15</u>

TOTAL FEES AND DISBURSEMENTS 16,265.76 77,758.60

Total G.S.T. 813.29 Total Q.S.T. 1,280.93

TOTAL \$18,359.98 \$ 79,852.82

G.S.T. 814682340 RT 0001 # Q.S.T. 1211542736 TQ 0001